

COUNTY OF LOUDOUN
DEPARTMENT OF PLANNING
MEMORANDUM

DATE: February 2, 2011
TO: Loudoun County Planning Commission
FROM: Ginny Rowen, Project Manager
SUBJECT: February 9, 2011 Planning Commission Work Session
ZCPA 2009-0008, Arcola Center – The Shops
ZCPA 2009-0009, Arcola Center

BACKGROUND

The applications were heard by the Commission at the December 15, 2010 Planning Commission public hearing. One member of the public had general questions regarding the overall development of Arcola Center. The Commission requested and the applicant agreed to meet with the community to discuss development plans. The applicant conducted a community meeting at Arcola United Methodist Church on January 10, 2011 to discuss the proposed development. The Commission cited concerns regarding the applicant's changes to the land use phasing plan as well as concerns regarding the proffer changes related to the timing of the planned Route 50 / Loudoun County Parkway interchange contributions. The Commission also asked whether the applicant would be willing to commit to the development of a certain percentage of multifamily units versus townhouse units in the initial phase in order to reduce capital facility impacts of the residential component. The applications were forwarded to a work session to continue discussing these issues (voting 9-0). Since the public hearing, the applicant and staff have met to discuss changes to the proposed phasing plan, revisions to the timing of the interchange contribution, and a commitment to develop a certain percentage of multifamily units in the initial phase of development.

ISSUE STATUS:

1. Land Use Phasing

The applicant initially proposed to amend the phasing plan approved in conjunction with the Arcola Center rezoning by:

- eliminating the requirement to initiate construction of 450,000 square feet of commercial uses in Arcola Center – The Shops (Phase 1);
- removing the requirement for a minimum amount of commercial construction within the Main Street component of Arcola Center (Phase 2); and

- allowing smaller proportional increments (residential and commercial) within each phase. (Phase 1 would allow the development of commercial uses in increments of 50,000 square feet and the concurrent development of 85 residential units.)

Based on concerns raised by the Planning Commission, the applicant has now agreed to include incremental phasing of The Shops component into the overall Arcola Center development. The applicant is proposing to obtain zoning permits for 100,000 square feet of commercial development within The Shops component in the second phase of the development. Zoning permits for an additional 150,000 square feet is committed in the third and fourth phases. Finally, zoning permits for 50,000 square feet of commercial uses are proposed in The Shops component in the fifth phase of development. The applicant is proffering to commence construction of 450,000 square feet of commercial development within The Shops by Phase 6. The applicant is prepared to explain the changes to the phasing plan to the Commission at the work session (see Existing and Proposed Phasing Proffers, attachment 3 for specific land development breakdowns by phase).

Recommendation: Staff finds the amendments to the land use phasing plan acceptable since the Revised General Plan calls for the predominant development of office and light industrial uses in this Business Community.

2. Route 50 / Loudoun County Parkway Interchange Contribution

Based on concerns raised in the Staff Report and by the Planning Commission, the applicant has agreed to add the floor area triggers from the original Shops proffers back into the Proffer Statement as depicted on the following page. Although the inclusion of contributions based on development triggers is a positive step, Staff continues to have concerns regarding the requirement that 75% of the funding for the interchange must be in place prior to the applicant's contribution (assuming that insufficient development occurs on the property).

Arcola Center - Route 50 /LCP Interchange – Approved / Proposed Cash Contributions			
Approved Proffer (Proffer V.J.1., ZMAP 2006-0015, Arcola Center)		Proposed Proffer (Proffer V.J.1., ZCPA 2009-0009, Arcola Center)	
Cash Contribution	Development Trigger/Timeframe	Cash Contribution	Development Trigger/Timeframe
Contribute \$5.3 million to County to be used toward Rt.50/LCP interchange	Pay prior to issuance of the 1,100 th residential zoning permit, or zoning permit for more than 2 million sq ft of commercial, whichever comes first. Pay unpaid balance within 90 days of written request by County (approved final design plans for interchange)	Contribute \$5.3 million to County to be used toward Rt. 50/LCP interchange	Pay prior to issuance of either the 1,100 th residential zoning permit, or zoning permits for more than 2 million sq ft of non-residential, whichever comes first. Pay within 3 months of receipt of written notice by County that interchange has either 1.) an approved final design and 75% funding or 2.) approved 30% design plans and 75% funding to award design/build contract

The Shops - Route 50 / LCP Interchange – Approved and Proposed Cash Contributions			
Approved Proffer (Proffer IV.J., ZMAP 2005-0035, The Shops)		Proposed Proffer (Proffer IV.J., ZCPA 2009-0008, The Shops)	
Cash Contribution	Development Trigger/Timeframe	Cash Contribution	Development Trigger/Timeframe
Contribute \$2.7 million to County for regional road improvements (including design /construction of Rt. 50 /LCP interchange)	Pay in 2 parts: (1) \$1.3 million at issuance of zoning permits for more than 350,000 sq ft of development; (2) \$1.4 million at issuance of zoning permits for more than 650,000 sq ft of development. Pay unpaid balance within 90 days of written request by County (approved final design plans for interchange)	Contribute \$2.7 million for regional road improvements (including design and construction of Rt. 50/LCP interchange)	Pay in 2 parts: (1) \$1.3 million at issuance of zoning permits for more than 350,000 sq ft of development; (2) \$1.4 million at issuance of zoning permits for more than 650,000 sq ft of development – or pay within 3 months of written notice by County that interchange has either 1.) an approved final design and 75% funding or 2.) approved 30% design plans and 75% funding to award design/build contract

Staff maintains that the interchange is a very costly project (estimated at \$65 million in the 2010 CTP) and the County needs to be able to leverage available funds (including potential federal funds) if a design/build contract is pursued. As noted in the Planning Commission staff report, 30% design plans are the point that a design/build contract can be advertised and awarded to a builder, provided funding is available. Since the interchange is so costly, the project may be phased such that right-of-way acquisition, utility relocation, etc. may be pursued prior to obtaining full funding for construction. The applicant's funds could potentially be used to assist in these phases of construction. If development of the subject site continues to be slow, the County could be in a position where plans for the interchange are ready to proceed but the necessary funding is unavailable.

Recommendation: Staff recommends that the proposed proffer language requiring 75% of the funding necessary to award a contract or a 30% design/build contract for the interchange be eliminated from the draft Proffers.

3. Commitment to Develop Multifamily Units

Arcola Center is approved for the development of 1,169 townhouse and multifamily units (consisting of a maximum of 550 townhouses and 619 multifamily units). At the Planning Commission public hearing, the Commission asked if the applicant would be willing to commit to develop a certain percentage of multifamily units rather than townhouse units in the initial phase of development in order to reduce capital facilities impacts of the

residential development. Based on this request, the applicant has proffered to develop at least thirty (30) percent of the units in the initial phase as multifamily units. Phase one would allow the development of 250 residential units; therefore, at least 75 units will be constructed as multifamily units.

Recommendation: Staff finds the commitment to construct at least 30% of the units within the initial phase of development acceptable since this will reduce capital facilities impacts.

STAFF RECOMMENDATION

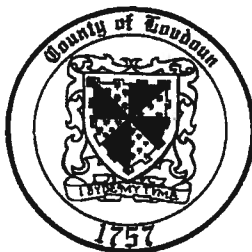
Staff could recommend approval of the applications with the removal of the draft proffer language requiring 75% of the funding for the construction of the planned Route 50 / Loudoun County Parkway interchange, subject to the Proffer Statements dated February 1, 2011 and the Findings in the work session memo.

SUGGESTED MOTIONS:

1. I move that the Planning Commission forward ZCPA 2009-0008, Arcola Center – The Shops and ZCPA 2009-0009, Arcola Center to the Board of Supervisors with a recommendation of approval, subject to the Proffer Statements dated February 1, 2011, and with the Findings contained in the February 9, 2011 work session memo.
2. I move that the Planning Commission forward ZCPA 2009-0008, Arcola Center- The Shops and ZCPA 2009-0009, Arcola Center to an additional work session for further discussion.
3. I move that the Planning Commission forward ZCPA 2009-0008, Arcola Center – The Shops and ZCPA 2009-0009, Arcola Center to the Board of Supervisors with a recommendation of denial based on the following Findings.

Attachments:

1. Planning Commission staff report dated December 15, 2010
2. Applicant response memo
3. Existing Phasing / Proposed Phasing Exhibits
4. Draft Proffers dated February 1, 2011
5. Findings for Approval



DEPARTMENT OF PLANNING
STAFF REPORT

PLANNING COMMISSION PUBLIC HEARING

DATE OF HEARING: December 15, 2010

ZCPA 2009-0008 ARCOLA CENTER – SHOPS, ZCPA 2009-0009 ARCOLA CENTER

DECISION DEADLINE: January 28, 2011 ELECTION DISTRICT: DULLES

PROJECT PLANNER: Ginny Rowen PLANNING DIRECTOR: Julie Pastor

EXECUTIVE SUMMARY

The applicant has submitted proposals to amend the Concept Development Plans and Proffer Statements approved with ZMAP 2005-0035, Arcola Center –The Shops and ZMAP 2006-0015, Arcola Center in order to amend the following components:

1. land use phasing;
2. typical lot details for townhouse lots;
3. residential above ground floor parking;
4. flexibility in size / number of community clubhouses and pools;
5. minor changes to the approved Design Guidelines; and
6. timing of specific transportation improvements / contributions.

There are no resulting changes in density or floor area ratio (FAR) in either of the developments. These applications are subject to the Revised 1993 Zoning Ordinance. The overall property is approximately 377 acres in size and is located on the north side of John Mosby Highway, west of Loudoun County Parkway, and south of Evergreen Mills Road. The area is governed by the policies of the Revised General Plan (Suburban Policy Area (Dulles Community)) and is designated as modified Business and Industrial with Village Perimeter Transition Area and Destination Retail overlays and which designate the subject site for a mix of commercial uses at a FAR up to 0.4 and residential uses at a density up to 16 dwelling units per acre.

RECOMMENDATION

Staff could recommend approval of the applications, pending resolution of the timing of the Route 50 / Loudoun County Parkway interchange contributions, subject to the Proffer Statements dated November 15, 2010 and the Findings in the Staff Report.

SUGGESTED MOTIONS

1. I move that the Planning Commission forward ZCPA 2009-0008, Arcola Center – The Shops and ZCPA 2009-0009, Arcola Center to the Board of Supervisors with a recommendation of

Attachment 1

A-1

approval, subject to the Proffer Statements dated November 15, 2010, and with the Findings contained in the December 15, 2010 Staff Report.

2. I move that the Planning Commission forward ZCPA 2009-0008, Arcola Center- The Shops and ZCPA 2009-0009, Arcola Center to a work session for further discussion.
3. I move that the Planning Commission forward ZCPA 2009-0008, Arcola Center – The Shops and ZCPA 2009-0009, Arcola Center to the Board of Supervisors with a recommendation of denial based on the following Findings.

VICINITY MAP

Directions: From Leesburg, take Evergreen Mills Road (Route 621) south past Arcola. Turn right on Loudoun County Parkway and proceed south to Route 50. Turn right on Route 50 and proceed west approximately 1.6 miles to the property on the right.

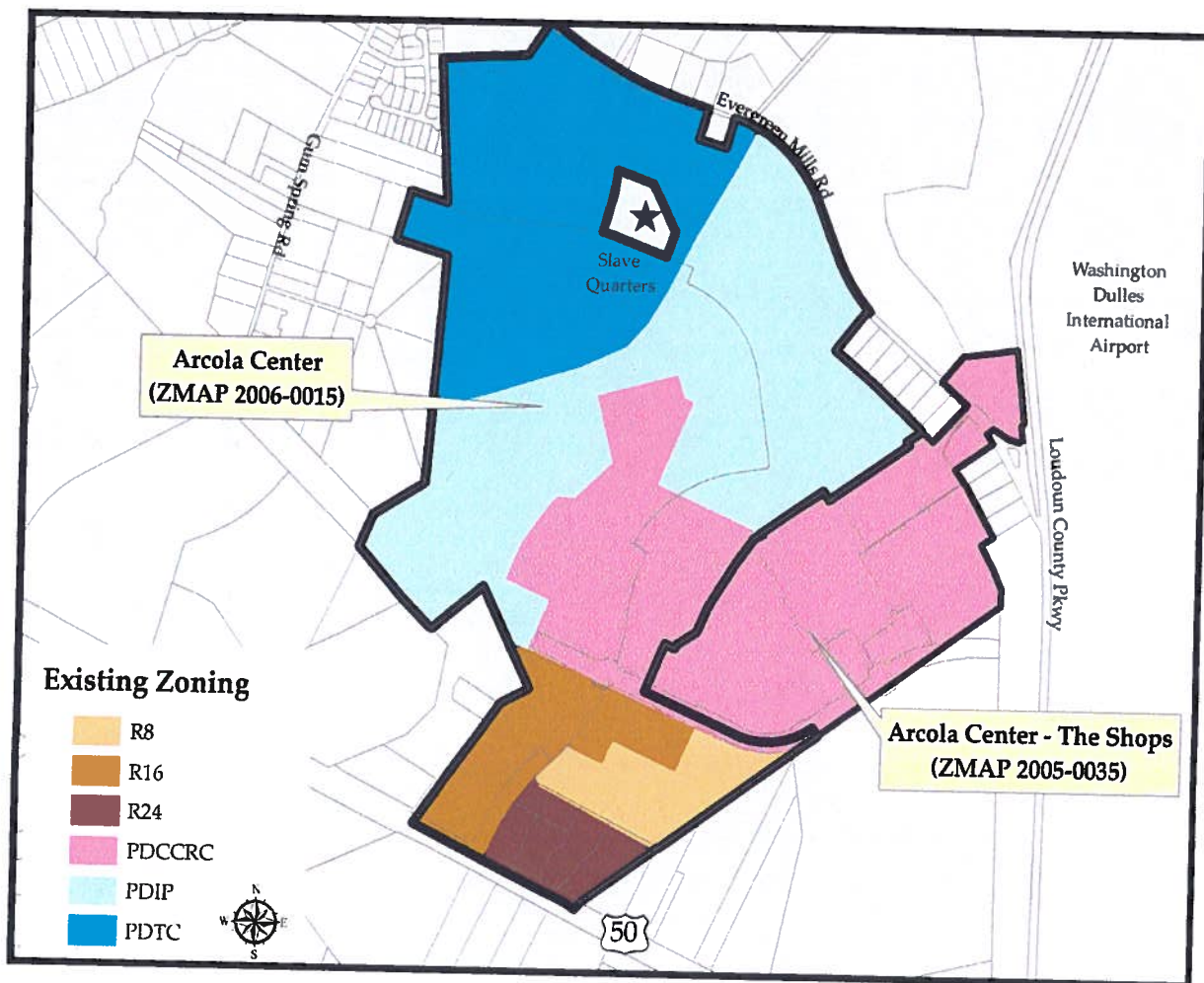


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I. APPLICATION INFORMATION

APPLICANT

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REPRESENTATIVE

Cooley, LLP
 Jeff Nein, Senior Land Use Planner
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APPLICANT'S PROPOSAL

Revise the proffers approved with Arcola Center – The Shops and Arcola Center to amend the land use phasing, the timing of certain transportation improvements / contributions, and other minor changes to the approved plans with no resulting change in density or FAR. The application was accepted for review on November 17, 2009.

LOCATIONS

North side of Route 50, west of Loudoun County Parkway, and south of Evergreen Mills Road

TAX MAP/PARCEL #s

Tax Map numbers and MCPI numbers on file

ZONING

PD-CC-RC (Commercial Center-Regional Center), PD-TC (Town Center), PD-IP (Industrial Park), R-8 (Single Family Residential), R-16 (Townhouse/Multifamily Residential), and R-24 (Multifamily Residential) zoning districts

SITE ACREAGE

377 acres

SURROUNDING ZONING

PRESENT LAND USES

North	PD-IP / RC/ PD-GI	Industrial, Residential
South	CLI / PD-CC-RC / R-8, R-16	Retail
East	PD-GI / PD-CC-RC / CLI	Retail
West	RC / PD-GI / CLI	business

II. SUMMARY OF DISCUSSION

Referral Agency	Issues Examined and Status
Comprehensive Plan	<ul style="list-style-type: none"> Conformance with Business Community & Residential policies of <u>Revised General Plan</u> (Arcola Area / Route 50 Corridor Plan) Status: No outstanding issues Changes to residential / non-residential phasing plan for Arcola Center Status: No outstanding issues. Allow 3 residential levels above ground floor parking Status: No outstanding issues. Allow flexibility in number of community centers / pools Status: No outstanding issues. Remove off-site commercial from land use phasing plan. Request removed by applicant. Status: No outstanding issues.
Transportation	<ul style="list-style-type: none"> Timing of Route 50 / Loudoun County Parkway interchange contributions. Status: Outstanding Issue Timing of Route 50 road improvements. Status: No outstanding issues. Timing of proffered road improvements. Status: No outstanding issues.
Zoning	<ul style="list-style-type: none"> Remove off-site commercial from land use phasing plan. Request removed by applicant. Status: no outstanding issues.

Applicable Policy or Ordinance Section
<u>Revised General Plan (RGP)</u> Arcola Area / Route 50 Corridor Plan – General Policies #1, #5, #7, #9, #11, Business Community text, Transportation Policy #6, Village of Arcola and Village Perimeter Transition Area – General Policy #2 RGP – Chapter 11, Residential Neighborhoods Design Guidelines and High Density Residential Neighborhoods Design Guidelines
<u>Countywide Retail Plan Amendment (Retail Plan)</u> <u>2010 Revised Countywide Transportation Plan (2010 CTP)</u>
<u>2003 Bicycle and Pedestrian Mobility Master Plan (Bike/Ped Plan)</u> <u>Revised 1993 Zoning Ordinance</u> - Sec. 3-500 - R-8 Single Family Residential, Sec. 3-600 – R-16 Townhouse / Multifamily Residential, Sec.3-700 – R-24 Multifamily Residential, Sec. 4-200 – PD-CC-RC (Regional Commercial), Sec.4-500 – PD-IP (Industrial Park), Sec.4-800 – PD-TC (Town Center)

III. FINDINGS

1. The applications propose amendments to land use phasing, the timing of transportation improvements / contributions, townhouse lot details, and other minor changes to the approved Arcola Center development.
2. The applications do not propose any changes to the location, amount, or density of the approved uses, the land use mix, the alignment or extent of previously approved transportation commitments, or the level of any proffered commitments.
3. The proposed changes to the phasing plan (comprised of residential and non-residential uses) are consistent with the original phasing plan approved in the rezoning applications.
4. The applications are in conformance with the Revised 1993 Zoning Ordinance.

IV. PROJECT REVIEW

A. Context

This is a request to amend the approved Concept Development Plans and Proffers associated with Arcola Center – The Shops rezoning application (ZMAP 2005-0035) and Arcola Center (ZMAP 2006-0015). These applications established the PD-CC-RC (Regional Commercial), PD-TC (Town Center), PD-IP (Industrial Park), R-24 (Multifamily Residential), R-16 (Townhouse / Multifamily Residential), and R-8 (Townhouse Residential) zoning districts on the subject properties and allowed the development of up to 3.395 million square feet of non-residential uses and 1,169 residential units (comprised of townhouse and multifamily units).

The following amendments are proposed to the original rezoning applications:

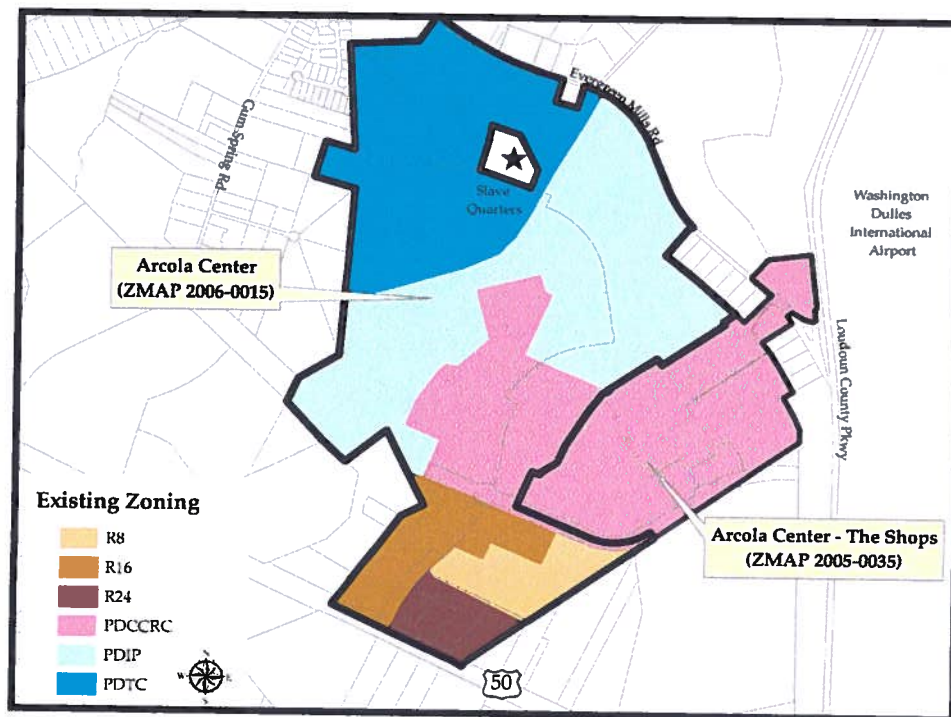
1. land use phasing;
2. typical lot details for townhouse lots;
3. residential above ground floor parking;
4. flexibility in size / number of community clubhouses and pools;
5. minor changes to the approved Design Guidelines; and
6. timing of specific transportation improvements / contributions.

The applicant originally requested to allow off-site commercial development to meet land use phasing requirements within the Arcola Center project. Staff did not support this request and the applicant has since removed it from the proposal. The only change to the approved Concept Development Plan (CDP) is a minor adjustment to the typical yard details for townhouse lots as depicted on Sheet 11 of the Arcola Center rezoning. The applications do not propose any changes to the location, amount, or density of the approved uses, the land use mix, the alignment or extent of previously approved transportation commitments, or the level of any proffered commitments. Both of the original rezoning applications were approved in 2007 and divided the Arcola Center property into six zoning districts (see approved rezoning applications next page).

The specific amendments related to land use phasing, typical townhouse lot details, residential uses above ground floor parking, flexibility in the number / size of community recreational facilities, and minor changes to the approved Design Guidelines are discussed in the Community Planning section of the staff report. Changes to the timing of transportation improvements / contributions are discussed in the Transportation section of the staff report.

ZMAP 2005-0035, Arcola Center – The Shops: Approved on June 19, 2007, this application rezoned approximately 73 acres to the PD-CC-RC (Planned Development- Commercial Center-Regional Center) zoning district for the development of up to 750,000 square feet of commercial uses. Approved Special Exception uses associated with the application included a bank with four drive-through lanes, an automobile service station, a hotel, and an accessory outdoor sales area.

ZMAP 2006-0015, Arcola Center: Approved on December 4, 2007, this application rezoned approximately 304 acres to the PD-TC (Planned Development – Town Center), PD-IP (Planned Development-Industrial Park), PD-CC-RC (Planned Development-Commercial Center-Regional Center), R-24 (Multifamily Residential), R-16 (Townhouse Multifamily Residential), and R-8 (Single Family Residential) zoning districts for the development of up to 1,169 residential units and 2.645 million square feet of office, retail, and industrial uses. Approved Special Exception uses associated with the application included the development of office and two hotels in the PD-IP and PD-CC-RC zoning districts. Two public use sites were also dedicated to the County for a future elementary school and for the expansion of the historic Slave Quarter's site.



Approved Arcola Center Rezoning Applications

The subject properties have been used as a sod farm for over twenty years and much of the site consists of open grass fields. Most of the site is located within the Ldn 65 airport noise contour,

with the remainder in the Ldn 60 noise contour. Surrounding uses include residential and industrial uses in the Village of Arcola to the west; the Arcola Methodist Church and low density residential and commercial uses to the north; the Washington Dulles International Airport and an approved but undeveloped retail center known as Dulles Landing to the east. Low density residential and industrial uses are located to the south.

Eight development components were approved in conjunction with these applications: the Village, the Slave Quarter Civic Area, the Offices, Central Park, Corporate Park, Main Street, The Shops, and the Residences at Main Street (see Approved Development Components map below). Although separate rezoning applications, ZMAP 2005-0035, Arcola Center – The Shops and ZMAP 2006-0015, Arcola Center provided land use phasing and transportation commitments that linked the two projects together and assured coordinated development throughout the entire Arcola Center project.



Approved Development Components

The applicant's statement of justification notes that, at the time the rezonings were approved by the County, it was anticipated that the regional shopping center component (The Shops) would be

developed first. As a result, the Proffer Statement associated with The Shops committed to a disproportionate share of regional road improvements. Based on negotiations with major tenants for The Shops, and the applicant's desire to provide an enhanced road network for the overall project, this portion of the development also committed to up-front road improvements on Dulles South Parkway, Hutchinson Farm Drive, a third westbound lane on Route 50, and turn lanes on Evergreen Mills Road regardless of whether these improvements were needed to mitigate traffic impacts associated with the development of this component. The Arcola Center rezoning application built upon these initial commitments. The land use phasing plan was linked to the anticipated non-residential floor area approved in The Shops.

The on-going financial crisis has delayed the development of this portion of the property, which has affected the phasing of the various land use components and the extent of the infrastructure commitments in each phase. The applicant is requesting to separate the development of Arcola Center from The Shops to allow the projects to develop independently of each other. (An illustrative plan depicting the entire development is provided below for informational purposes.)



Overall Illustrative Plan

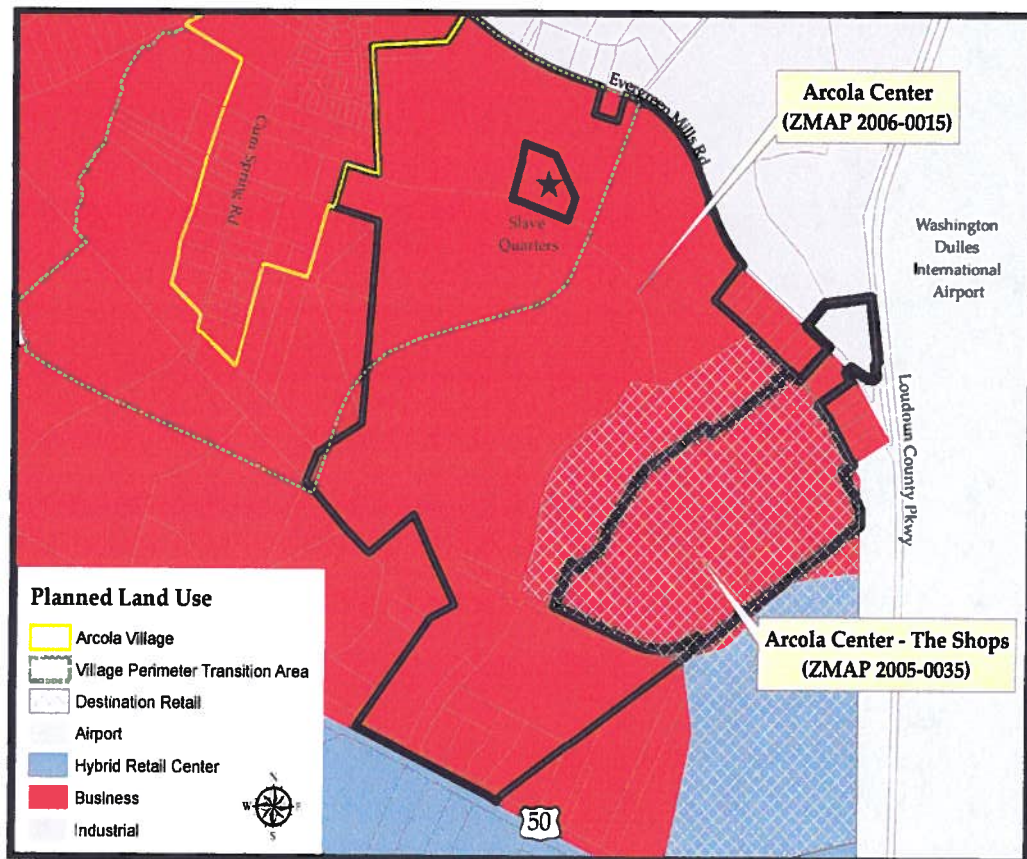
B. Summary of Issues

Staff continues to have concerns regarding the timing of the contribution for the planned Route 50 / Loudoun County Parkway interchange. All of the other staff comments have been resolved in the revised Proffers Statements dated November 15, 2010, and the revised Design Guidelines.

Overall Analysis

COMPREHENSIVE PLAN

The site is governed under the policies of the Revised General Plan, as amended by the Arcola Area/Route 50 Corridor Plan. The Revised Countywide Transportation Plan (CTP), the Countywide Retail Plan Amendment (Retail Plan), the Bicycle and Pedestrian Mobility Master Plan (Bike/Ped Plan), and the Route 50 Corridor Design Guidelines also apply. The site is located in the Dulles Community of the Suburban Policy Area and is planned for modified Business uses, with a small portion north of Evergreen Mills Road planned for Industrial uses. Two overlays are present on the property: a Village Perimeter Transition Area overlay and a Destination Retail overlay (see Planned Land Use map below).



Planned Land Use
(Arcola Center outlined in black)

The Arcola

Area/Route 50 Corridor Plan states that areas designated as Business Community in the Route 50 Corridor are subject to the policies and land use mix ratios of Chapter 6 except as modified or supplemented by the Arcola Area/Route 50 Corridor Plan. Overall, the Plan envisions that these areas will develop predominantly with office and/or light industrial uses. They may also feature housing and/or commercial/retail uses with the exception of those areas designated Destination Retail Overlay and Hybrid Retail Center, which prohibit residential uses. The County may support additional commercial retail and services uses within the modified Business area when specific criteria are met. Developments are intended to have public / civic and parks / open space components.

The portion of the Arcola Center development containing a Destination Retail Overlay can be developed with either destination retail or Business Community uses (per its underlying land use designation). The Village Perimeter Transition Area is intended to provide a transition between the smaller scale uses and compact pedestrian-friendly layout of the existing Village of Arcola and the larger retail and employment uses to the east. The portion of the property located within the Transition Area is intended to function as an alternate shopping and working environment to the Destination Retail and large-scale employment uses to the east.

1. Land Use Phasing

The applicant is proposing to amend the phasing plan approved in conjunction with the Arcola Center rezoning to:

- eliminate the requirement to construct 450,000 square feet of commercial uses in Arcola Center – The Shops (Phase 1);
- remove the requirement for a minimum amount of commercial construction with the Main Street component of Arcola Center (Phase 2); and
- allow smaller proportional increments (residential and commercial) within each phase.

(For example, phase 1 would allow the development of commercial uses in increments of 50,000 square feet and the concurrent development of 85 residential units. Phase 2 would allow commercial increments of 25,000 square feet and 40 residential units, and so forth.)

The table on the following page compares the approved and proposed land use phasing plan for Arcola Center.

ZCPA 2009-0008, ARCOLA CENTER – THE SHOPS
ZCPA 2009-0009, ARCOLA CENTER
PLANNING COMMISSION PUBLIC HEARING
December 15, 2010

Comparison of Approved and Proposed Phasing Plans

	Approved Phasing Plan (Proffer III, ZMAP 2006-0015, Arcola Center)		Proposed Phasing Plan (Proffer III, ZCPA 2009-0009, Arcola Center)	
	<i>Non-Residential Minimums (cumulative totals)</i>	<i>Residential Maximums (cumulative totals)</i>	<i>Non-Residential Minimums (cumulative totals)</i>	<i>Residential Maximums (cumulative totals)</i>
Phase 1	Zoning permits for 150,000 sf (of which, 112,500 sf non-retail) (commence construction of 450,000 sf retail in The Shops) (6% of total – Arcola Center; 17% of total – both projects)	Maximum 250 units (The Residences at Main Street area) (21% of total – Arcola Center)	Zoning permits for 150,000 sf (of which, 112,500 sf non-retail) (6% of total – Arcola Center; 4% of total – both projects) <i>(incremental phasing option)</i>	Maximum 250 units (The Residences at Main Street area) (21% of total – Arcola Center) <i>(incremental phasing)</i>
Phase 2	Zoning permits for 275,000 sf (of which, 202,500 sf non-retail) (commence construction of 150,000 sf commercial, of which at least 100,000 sf in Main Street area) (10% of total – Arcola Center; 21% of total – both projects)	Maximum 450 units (38% of total – Arcola Center)	Zoning permits for 275,000 sf (of which, 202,500 sf non-retail) (commence construction of a total of 150,000 sf commercial) (10% of total – Arcola Center; 8% of total – both projects) <i>(incremental phasing option)</i>	Maximum 450 units (38% of total – Arcola Center) <i>(incremental phasing)</i>
Phase 3	Zoning permits for 400,000 sf (of which, 292,500 sf non-retail) (commence construction of a total of 250,000 sf commercial) (15% of total – Arcola Center; 25% of total – both projects)	Maximum 650 units (56% of total – Arcola Center)	Zoning permits for 400,000 sf (of which, 292,500 sf non-retail) (commence construction of a total of 250,000 sf commercial) (15% of total – Arcola Center; 12% of total – both projects) <i>(incremental phasing option)</i>	Maximum 650 units (56% of total – Arcola Center) <i>(incremental phasing)</i>
Phase 4	Zoning permits for 500,000 sf (of which, 382,500 sf non-retail) (commence construction of a total of 350,000 sf commercial) (19% of total – Arcola Center; 28% of total – both projects)	Maximum 850 units (73% of total – Arcola Center)	Zoning permits for 500,000 sf (of which, 382,500 sf non-retail) (commence construction of a total of 350,000 sf commercial) (19% of total – Arcola Center; 15% of total – both projects) <i>(incremental phasing option)</i>	Maximum 850 units (73% of total – Arcola Center) <i>(incremental phasing)</i>
Phase 5	Zoning permits for 600,000 sf (of which, 472,500 sf non-retail) (commence construction of a total of 450,000 sf commercial) (23% of total – Arcola Center; 31% of total – both projects)	Maximum 1,050 units (90% of total – Arcola Center)	Zoning permits for 600,000 sf (of which, 472,500 sf non-retail) (commence construction of a total of 450,000 sf commercial) (23% of total – Arcola Center; 18% of total – both projects) <i>(incremental phasing option)</i>	Maximum 1,050 units (90% of total – Arcola Center) <i>(incremental phasing)</i>
Phase 6	Zoning permits for 700,000 sf (of which, 532,500 sf non-retail) (commence construction of a total of 550,000 sf commercial) (26% of total – Arcola Center; 34% of total – both projects)	Maximum 1,169 units (100% of total – Arcola Center)	Zoning permits for 700,000 sf (of which, 532,500 sf non-retail) (commence construction of a total of 550,000 sf commercial) (26% of total – Arcola Center; 21% of total – both projects) <i>(incremental phasing option)</i>	Maximum 1,169 units (100% of total – Arcola Center) <i>(incremental phasing)</i>
Total	2.645 million sf– Arcola Center 750 thousand sf - The Shops 3.395 million sf total	1,169 units	2.645 million sf– Arcola Center 750 thousand sf - The Shops 3.395 million sf total	1,169 units

The proposal is consistent with the phasing plan approved for Arcola Center by the Board of Supervisors in December 2007. The proposed changes do not alter the amount of non-retail uses (consisting of office and/or light industrial) that are required at each phase and will not significantly impact the overall balance of the project.

Staff has no concerns about eliminating the Phase 1 requirement for the development of 450,000 square feet of retail uses in The Shops component since there are existing retail centers in the vicinity of the subject site and approximately 430,000 square feet of retail uses were approved within Arcola Center itself. The removal of the Phase 2 requirement to construct non-residential uses within the Main Street component provides additional flexibility in the early stages of development. Staff supports the applicant's incremental phasing option since it will allow the development of smaller, but proportional commercial and residential development within each phase.

2. Typical Lot Details - Townhouse Lots

The applicant is proposing to amend the typical lot details for townhouse lots depicted on Sheet 11 of the approved Concept Plan for Arcola Center. Specific changes include widening the pavement section for alleys by two feet (from 18 to 20 feet) to better accommodate fire and rescue vehicles and allowing garages to be closer to alleys by three feet (from 8 to 5 feet). Staff supports the applicant's proposed changes since they are minor and will not affect the overall character of the approved development.

3. Residential Above Ground-Floor Parking

The applicant is proposing to amend the proffered commitments for residential buildings heights approved in conjunction with Arcola Center. The current commitment states that all residential buildings will be limited to three stories in height. The proposed change, which would apply to multifamily units in the R-16 and R-24 zoning districts, would allow up to three stories of occupied residential space above the ground floor when parking areas and/or other non-occupied space is provided. All other residential buildings will be limited to three stories in height.

The Arcola Area/Route 50 Corridor Plan policies state that the County supports residential uses at a maximum of three stories in height. Although the proposed amendment would allow four-story residential buildings to be constructed within Arcola Center, it limits occupied residential space to three stories, in general conformance with these policies. Incorporating parking garages within residential buildings in the R-16 and R-24 zoning districts (within the Residences at Main Street component) will further other planning objectives by reducing impervious surfaces that would otherwise be used for surface parking. Staff supports the applicant's request to allow three residential levels above ground-floor parking or other unoccupied space.

4. Flexibility in Size / Number of Community Clubhouses and Swimming Pools

The applicant is proposing to amend the Arcola Center proffers to allow flexibility regarding the size and number of community recreational facilities provided in the Residences at Main Street

component (R-8, R-16 and R-24 districts). The approved proffers call for the development of two community clubhouses (each with a minimum of 2,000 square feet) and two swimming pools (also a minimum of 2,000 square feet) in the R-8 and R-24 zoning districts. The proposed amendment would allow the applicant to construct one or two community clubhouses and swimming pools within one or more of the residential (R) zoning districts, with a total minimum area of 4,000 square feet. The proposed changes would retain the phasing and cumulative size of the community amenities previously proffered. Based on staff recommendations, the applicant has also clarified that if only one clubhouse and pool are provided it will be located in one of the previously proffered recreational sites as depicted on sheet 6 of the Concept Plan or in between those locations.

The Revised General Plan envisions that high-density residential neighborhoods will include larger public facilities such as parks and community centers in order to set them apart from other communities. The Plan also calls for open space and active recreational uses, which includes swimming pools, to be located where all residents, especially children, can easily walk to and enjoy the space. The applicant has added proffer language that assures that any community facilities will be located within easy walking or biking distance of all residents in this component.

5. Minor Changes to Design Guidelines

Minor changes, consisting of additional language for residential garage entrances, brick, siding, and wood details, and townhouse plantings, are proposed to the approved Design Guidelines, as discussed in the applicant's response memo dated November 16th (A-94). Staff has no concerns regarding these minor amendments.

TRANSPORTATION

The subject site is located on the north side of Route 50, west of Loudoun County Parkway, on the south side of Evergreen Mills Road, and east of Gum Spring Road. Access to and from the site would continue to be at the same locations as previously approved; the planned Dulles South Parkway (the Route 50 North Collector Road), the planned Arcola Boulevard (Route 606 Extended), and other new roadway connections to both Route 50 and Evergreen Mills Road. (See map of planned road network on the next page.) The applicant is not proposing any changes to the specific improvements or the amount of the cash contributions proffered in the 2007 rezonings. The proposed amendments relate only to the timing of specific transportation improvements / contributions.

Based on staff recommendations, the applicant submitted updated traffic information (A-116) that outlines the phasing of transportation improvements proposed in the applications. Phases 1 through 5 are associated with the development of The Shops. Phases 2A and 4A are associated with the development of Arcola Center. For each phase, trip generation from the uses proposed in that phase and a capacity analysis for the critical intersections were provided for staff review. The information indicates that the road network serving the entire development will operate at acceptable levels of service (LOS) during the AM and PM peak hours. Staff has cited concerns regarding the proposed timing for the contributions to the Route 50 / Loudoun County Parkway

interchange. All of the other amendments proposed to the approved transportation proffers are acceptable to staff.



6. Timing of Specific Transportation Improvements / Contributions

The following table provides a comparison of the approved and proposed proffer language for the applications regarding the timing of cash contributions for the Route 50 / Loudoun County Parkway interchange.

The Shops - Route 50 / LCP Interchange – Approved and Proposed Cash Contributions			
Approved Proffer (Proffer IV.J., ZMAP 2005-0035, The Shops)		Proposed Proffer (Proffer IV.J., ZCPA 2009-0008, The Shops)	
Cash Contribution	Development Trigger/Timeframe	Cash Contribution	Development Trigger/Timeframe
Contribute \$2.7 million to County for regional road improvements (including design /construction of Rt. 50 /LCP interchange)	Pay in 2 parts: (1) \$1.3 million at issuance of zoning permits for more than 350,000 sq ft of development; (2) \$1.4 million at issuance of zoning permits for more than 650,000 sq ft of development. Pay unpaid balance within 90 days of written request by County (approved final design plans for interchange)	Contribute \$2.7 million for regional road improvements (including design and construction of Rt. 50/LCP interchange)	Pay within 3 months of written notice by County that interchange has either 1.) an approved final design and 75% funding or 2.) approved 30% design plans and 75% funding to award design/build contract

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Arcola Center - Route 50 /LCP Interchange – Approved and Proposed Cash Contributions			
Approved Proffer (Proffer V.J.1., ZMAP 2006-0015, Arcola Center)		Proposed Proffer (Proffer V.J.1., ZCPA 2009-0009, Arcola Center)	
Cash Contribution	Development Trigger/Timeframe	Cash Contribution	Development Trigger/Timeframe
Contribute \$5.3 million to County to be used toward Rt.50/LCP interchange	Pay prior to issuance of either (1) the 1,100 th residential zoning permit, or (2) zoning permit for more than 2 million sq ft of commercial development, whichever comes first. Pay unpaid balance within 90 days of written request by County (approved final design plans for interchange)	Contribute \$5.3 million to County to be used toward Rt. 50/LCP interchange	Pay prior to issuance of either (1) the 1,100 th residential zoning permit, or (2) zoning permits for more than 2 million sq ft of non-residential, whichever comes first. Notwithstanding the above, pay within 3 months of receipt of written notice by County that interchange has either 1.) an approved final design and 75% funding or 2.) approved 30% design plans and 75% funding to award design/build contract

Staff continues to recommend that payment of the applicant's funds toward the interchange (total of approximately \$8 million) be triggered only by the completion/approval of 30% design plans with no other funding qualifiers (reference Arcola Center – Proffer V. J. 1. and The Shops – Proffer IV. J). Staff further recommends that the proposed language requiring at least 75% of the funds necessary to award a design/build contract for the interchange be eliminated from the draft Proffers. The interchange is a very costly project (estimated at \$65 million in the 2010 CTP) and the County needs to be able to leverage available funds (including potential federal funds) if a design/build contract is pursued. Staff notes that 30% plans are the point that a design/build contract can be advertised and awarded to a builder, provided funding is available. In addition, since the interchange is so costly, the project may be phased such that right-of-way acquisition, utility relocation, etc. may be pursued prior to obtaining full funding for construction. The applicant's funds could potentially be used to assist in these phases of construction.

John Mosby Highway (Route 50) (segment from Loudoun County Parkway west to beyond Stone Ridge) is currently a 4-lane median divided minor arterial with controlled access. The Revised Countywide Transportation Plan (2010 CTP) designates the ultimate condition of this segment of Route 50 (east of Route 659 Relocated) as a 6-lane divided limited access principal arterial. Grade-separated interchanges are planned at Route 659 Relocated (Northstar Boulevard), the West Spine Road/Arcola Boulevard, and Loudoun County Parkway. All at-grade access is ultimately planned to be terminated. Currently, a third eastbound lane, constructed by Stone Ridge, is in place from the South Fork of Broad Run east almost to the Gum Spring Road intersection. Stone Ridge is obligated to construct the third Route 50 eastbound lane to Loudoun County Parkway. Other rezoning applications approved in 2006 and 2007, consisting of Dulles Landing, Arcola Center, and Glascock Field, have all proffered to construct improvements that would result in a continuous third westbound lane on Route 50 between Loudoun County Parkway and Stone Springs Boulevard. A comparison of the approved and proposed proffers for the subject applications with respect to Route 50 improvements is provided in the following tables. A graphic depicting the proposed timing of the Route 50 improvements has also been provided for informational purposes.

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The Shops - Route 50 Improvements - Approved and Proposed Proffers			
Approved Proffer (Proffer IV.C., ZMAP 2005-0035, The Shops)		Proposed Proffer (Proffer IV.C., ZCPA 2009-0008, The Shops)	
Road Improvement	Development Trigger/Timeframe	Road Improvement	Development Trigger/Timeframe
Construct 3 rd Rt. 50 westbound lane from western boundary of Dulles Landing property to western boundary of Hazout property, including required turn lanes at Hutchinson Farm Drive	Bonded prior to issuance of 1 st zoning permit on The Shops site, constructed and open to traffic prior to 1 st occupancy permit	Construct 3 rd Rt. 50 westbound lane from western boundary of Dulles Landing property to western boundary of Hazout property, including required turn lanes at Hutchinson Farm Drive (unless already constructed)	Construct & open to traffic within 6 months after completion of Route 50 improvements proffered by Dulles Landing (ZMAP 2004-0016) or prior to occupancy permit for more than 450,000 sq ft.

Arcola Center - Route 50 Improvements - Approved and Proposed Proffers			
Approved Proffer (Proffers V. & V.D.1., ZMAP 2006-0015, Arcola Center)		Proposed Proffer (Proffers V. & V.D.1., ZCPA 2009-0009, Arcola Center)	
Road Improvement	Development Trigger/Timeframe	Road Improvement	Development Trigger/Timeframe
Construct 3 rd westbound lane of Route 50 from western boundary of Arcola Center property to Gum Spring Road	Construct and open to traffic prior to 1 st occupancy permit	(Off-site Rt. 50 Improvements) – Construct 3 rd westbound lane of Route 50 from western boundary of Arcola Center property to Gum Spring Road	Construct prior to issuance of 451 st residential zoning permit for Residences at Main Street or within 6 months of completed Route 50 improvements proffered by Glascock Field at Stone Ridge (whichever comes first)
		(On-site Frontage Improvements) – Construct 3 rd westbound lane of Route 50 from western boundary of Dulles Landing to western boundary of Arcola Center property (unless already constructed)	Construct prior to issuance of 451 st residential zoning permit for Residences at Main Street or within 6 months of completed Route 50 improvements proffered by Dulles Landing (whichever comes first)



Evergreen Mills Road (between Loudoun County Parkway and Belmont Ridge Road is classified in the 2010 CTP as a local secondary road and is currently built to a 2-lane rural section west of Loudoun County Parkway. The Shops and Arcola Center rezonings are proffered to improve the segment of Evergreen Mills Road along the site frontage by constructing two lanes of an ultimate four-lane undivided roadway, along with turn lanes at the site entrances. The Bike/Ped Plan categorizes this segment of roadway as a “baseline connecting roadway” along which bicycle and pedestrian facilities are envisioned. The Arcola Center rezoning has proffered to construct a multi-use trail along the south side of Evergreen Mills Road from its western property line to Arcola Boulevard. This facility will be constructed in conjunction with the proffered improvements to the roadway. A comparison of the approved and proposed proffers for the subject site with respect to Evergreen Mills Road is provided in the following table. (Staff notes that there are no transportation changes proposed in the Arcola Center Proffers for Evergreen Mills Road.)

The Shops - Evergreen Mills Road – Approved and Proposed Proffers			
Approved Proffer (Proffer IV.D., ZMAP 2005-0035, The Shops)		Proposed Proffer (Proffer IV.D., ZCPA 2009-0008, The Shops) Traffic Memo Phase 3	
Road Improvement	Development Trigger/Timeframe	Road Improvement	Development Trigger/Timeframe
Construct right and left turn lanes at the site entrance on Evergreen Mills Road (just west of Loudoun County Parkway)	Bond prior to issuance of 1 st zoning permit on The Shops site, construct & open to traffic prior to 1 st occupancy permit	Construct right and left turn lanes at site entrance on Evergreen Mills Road in conjunction with property entrance construction	Construct & open to traffic prior to issuance of occupancy permit for more than 600,000 sq ft

Dulles South Parkway (segment between Loudoun County Parkway and Route 659 Relocated (Northstar Boulevard) is the planned Route 50 North Collector Road. It is classified in the 2010 CTP as a major collector and is ultimately planned to be 6-lane divided controlled access facility. The Dulles Landing, Arcola Center/Arcola Center—The Shops, and Glascocock Field rezonings have all proffered to construct segments of this roadway (4-lane divided sections) between Loudoun County Parkway and existing Gum Spring Road/Stone Springs Boulevard Extended in conjunction with their respective developments. The Bike/Ped Plan categorizes this segment of roadway as a “baseline connecting roadway” along which bicycle and pedestrian facilities are envisioned. These rezonings have proffered to construct multi-use trails and/or sidewalks along this segment of Dulles South Boulevard to be constructed as part of the adjacent development. A comparison of the approved and proposed proffers for the subject applications with respect to Dulles South Parkway is provided in the following tables.

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The Shops - Dulles South Parkway – Approved and Proposed Proffers			
Approved Proffer (Proffer IV.A., ZMAP 2005-0035, The Shops)		Proposed Proffer (Proffer IV.A., ZCPA 2009-0008, The Shops) Traffic Memo Phases 1 and 2	
Road Improvement	Development Trigger/Timeframe	Road Improvement	Development Trigger/Timeframe
Construct 4-lane divided section of Dulles South Parkway from eastern property boundary (Dulles Landing) to Hutchinson Farm Drive (Dulles Landing is proffered to construct segment from Loudoun County Parkway to Arcola Center site)	Bond prior to issuance of 1 st zoning permit on The Shops site. Construct & open to traffic prior to 1 st occupancy permit on The Shops site	Construct 4-lane divided section of Dulles South Parkway from Loudoun County Parkway to third entrance into site (west of Loudoun County Pkwy)	Construct & open to traffic prior to issuance of 1 st occupancy permit for The Shops site. (Allows up to 450,000 sq ft on site)
		Construct 4-lane divided section of Dulles South Parkway from third entrance into site (west of Loudoun County Pkwy) to Hutchinson Farm Drive (unless already constructed by Arcola Center)	Construct & open to traffic prior to occupancy permit for more than 450,000 sq ft on The Shops site. (Including proposed improvements to Route 50 & Hutchinson Farm Dr. an additional 300,000 sq ft of development permitted on The Shops site)

Arcola Center – Dulles South Parkway – Approved and Proposed Proffers			
Approved Proffer (Proffer V.B., ZMAP 2006-0015, Arcola Center)		Proposed Proffer (Proffer V.B., ZMAP 2009-0009, Arcola Center) Traffic Memo Phase 2	
Road Improvement	Development Trigger/Timeframe	Road Improvement	Development Trigger/Timeframe
Construct 4-lane divided section of Dulles South Parkway from Hutchinson Farm Boulevard to Arcola Boulevard	Commence construction within 90 days of commencement of construction of Dulles South Parkway located to the west of Arcola Boulevard (Glascock Field rezoning).	Same as approved, but also, unless constructed by The Shops, construct 4-lane divided section of Dulles South Parkway from Hutchinson Farm Drive to the third entrance into The Shops site (west of Loudoun County Parkway)	Construct and open to traffic within 6 months of occupancy in the Residences at Main Street and The Shops

Hutchinson Farm Drive is a local (non-CTP) secondary roadway approved as part of The Shops and Arcola Center rezonings. It will be constructed to a 4-lane undivided section between Route 50 and Dulles South Parkway in conjunction with development of the subject sites. A comparison of the approved and proposed proffers for the subject applications with respect to Hutchinson Farm Drive is provided in the following tables.

The Shops - Hutchinson Farm Drive – Approved and Proposed Proffers			
Approved Proffer (Proffer IV.B., ZMAP 2005-0035, The Shops)		Proposed Proffer (Proffer IV.B., ZMAP 2009-0008, The Shops) Traffic Memo Phase 2	
Road Improvement	Development Trigger/Timeframe	Road Improvement	Development Trigger/Timeframe
Construct 4-lane undivided section of Hutchinson Farm Drive between Route 50 and Dulles South Parkway	Bonded prior to issuance of 1 st zoning permit on The Shops site, constructed and open to traffic prior to 1 st occupancy permit on site	Construct 4-lane undivided section of Hutchinson Farm Drive between Route 50 and Dulles South Parkway (unless already constructed by Arcola Center)	Construct & open to traffic prior to issuance of occupancy permit for more than 450,000 sq ft on site

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Arcola Center - Hutchinson Farm Drive – Approved and Proposed Proffers			
Approved Proffer (Proffer V., ZMAP 2006-0015, Arcola Center)		Proposed Proffer (Proffer V., ZCPA 2009-0009, Arcola Center) Traffic Memo Phase 2 / 2A	
Road Improvement	Development Trigger/Timeframe	Road Improvement	Development Trigger/Timeframe
Construct four-lane undivided section of Hutchinson Farm Drive between Route 50 and Dulles South Parkway	Constructed and open to traffic prior to 1 st zoning permit on Arcola Center site	Unless already completed by The Shops, construct four-lane undivided section of Hutchinson Farm Drive between Route 50 and Dulles South Parkway.	Construct in phases in conjunction with adjacent residential development in Residences at Main Street component

Loudoun County Parkway (between Route 50 and Evergreen Mills Road) is classified in the 2010 CTP as a minor arterial and is currently built as a 4-lane median divided section with controlled access. It is ultimately planned to be widened to a 6-lane divided facility with a grade-separated interchange at Route 50. The Bike/Ped Plan categorizes this segment of roadway as a “baseline connecting roadway” along which bicycle and pedestrian facilities are envisioned. To date, no bicycle and pedestrian facilities are in place along this segment of roadway. (A traffic signal at the future intersection of Loudoun County Parkway and Dulles South Parkway was proffered in The Shops rezoning.) No changes to the proffers are proposed for Loudoun County Parkway.

Arcola Boulevard (also referred to as Route 606 Extended/West Spine Road) (between Route 50 and Loudoun County Parkway) is classified in the 2010 CTP as a major collector and is ultimately planned to be 6-lane divided controlled access facility. A grade-separated interchange is planned at Route 50, in accordance with the 2010 CTP. The approved Arcola Center proffers call for the applicant to construct this segment of Arcola Boulevard as a 4-lane divided facility in phases (with portions initially constructed as half-sections), both on and off site, to connect with proffered improvements by the Brambleton Active Adult rezoning (ZMAP 2005-0020) to the north and to Route 50 to the south (in conjunction with the development of Arcola Center). The Bike/Ped Plan categorizes this segment of roadway as a “baseline connecting roadway” along which bicycle and pedestrian facilities are envisioned. Arcola Center has proffered to construct multi-use trails along the on-site segment of Arcola Boulevard (between Evergreen Mills Road and Dulles South Parkway) in conjunction with the construction of this segment of roadway. No changes to the phasing or construction of Arcola Boulevard improvements are proposed in the applications.

ZONING

Section 6-1200 of the Revised 1993 Zoning Ordinance allows the Board of Supervisors to amend, supplement, or change existing zoning classifications. The applicant is requesting several amendments to the approved Arcola Center / Arcola Center - The Shops Proffers. In accordance with staff recommendations, the applicant has removed an initial request to credit off-site commercial development to the land use phasing requirements for the Arcola Center development. Staff supports the proposed amendments to the approved Arcola Center Concept Plan and the Proffers for Arcola Center-The Shops and Arcola Center.

Rowen, Ginny A.

From: Russ Gestl [R.Gestl@buchananpartners.com]
Sent: Wednesday, February 02, 2011 10:45 AM
To: Rowen, Ginny A.; Armstrong, Van
Cc: Nein, Jeffrey; Patrick Quante; Russ Gestl; James Roembke
Subject: Arcola Shops and Arcola Center - proposed Proffer Amendments
Attachments: Arcola Center and Shops Phasing - Exist vs Proposed (revised for PC).pdf

Ginny and Van,

In response to comments at the Planning Commission hearing, we have revised our proposed Proffer Amendments for the Arcola Shops interchange contribution and the Arcola Center phasing. The revised proffer language will be sent to you by Jeff Nein of Cooley for inclusion in your package for the February 9th PC work session. Our revisions to what the Commission saw at the hearing are as follows:

Arcola Shops Interchange contribution

- In our previously proposed language we had removed that the currently approved language that provided for the payments of \$1.3M and \$1.4M be based on development triggers and included only expanded language that provided for the full \$2.7M payment when the County had approved plans, substantial funding and was ready to proceed with either construction or a design build contract.
- In response to comments at the PC hearing we have added back the currently approved language that provides for the incremental payments to be made in conjunction with development triggers. We have retained and continue to propose the expanded language for full payment to be made earlier than the development triggers if the County has approved plans, substantial funding and is ready to proceed with either construction or a design build contract.

Arcola Center Phasing

- In the currently approved proffers the intent was that the Arcola Shops retail development would proceed first and build the majority of the infrastructure to facilitate the development of Arcola Center, and that accordingly site work would commence on 450,000 SF of the Shops area prior to zoning permits were issued for Arcola Center development. The current Arcola Center development proffers do contain residential to commercial linkage requirements that satisfied a ratio requested by Supervisor Waters of at least 450 SF of non-retail commercial development to each residential permit. (The proffers actually provide for a ratio of 600 SF of commercial to each residential permit, with the stipulation that certain amounts be "non-retail").
- In our previously proposed language the primary request was that the connection between the Arcola Shops retail development and the Arcola Center development be severed and that each development be allowed to proceed independently as long as sufficient proffered transportation improvements were made to facilitate any independent development phase. This proposed proffer language retained the approved Arcola Center development residential to commercial linkage requirement ratios and commercial SF amounts.
(Language was also included that allowed development and permits to occur in smaller increments as long as the same ratio was maintained between commercial and residential in Arcola Center, and to eliminate a requirement that a portion of the early proffered commercial development needed to occur in the phase of the Main Street component of the project.)

This proposed de-linking of Shops and Center was supported by staff since the transportation infrastructure originally proffered by the Shops could be distributed and phased by Arcola Center to support its independent development, and since the Arcola Center project continued to satisfy the 600 SF commercial requirement per residential unit as originally proffered. However, the Commission remained concerned with the "loss" of the commencement of 450,000 SF of the Arcola Shops area by de-linking the two separate zoning cases.

- With the revised proposed proffers we have address this concern by retaining linkage between the Shops and Arcola Center. We have retained linkage to the commencement 450,000 SF of Shops retail area, but have done so in phases and with a delayed start of the initial phases of Shops retail due to the weakened state of the retail market. We have also included language to add flexibility that would allow us to satisfy the Shops retail SF requirements with additional Arcola Center non-retail SF, in the event that the retail market continues to be weak, but the non-retail market improves sooner.

Attached is the exhibit we have prepared to help explain / compare the current Arcola Center phasing proffer with what we are now proposing, as described above. We will be available to present this at the February 9th work session as requested.

Please let me know if you have any questions and thank you for this opportunity.

Sincerely,

Russ

Arcola Center and Arcola The Shops

Existing Approved Phasing Proffers

Approved Density	Arcola Center		Arcola Shops	
	Residential	Commercial	Retail	
	1169 Units Approved	2,645,000 SF	750,000 SF	
Phase 1	250 Units	Permit 150,000 SF* before 1st residential permit Commence 150,000 SF Permit 125,000 SF**	Commence 450,000 Sf before 1st residential permit	
Phase 2	200 Units	Commence 100,000 SF Permit 125,000 SF**		
Phase 3	200 Units	Commence 100,000 SF Permit 100,000 SF**		
Phase 4	200 Units	Commence 100,000 SF Permit 100,000 SF**		
Phase 5	200 Units	Commence 100,000 SF Permit 100,000 SF***		
Phase 6	119			
Cumulative	1169 Units	Commence 550,000 SF Permit 700,000 SF	Commence 450,000 SF	

* at least 112,500 SF non-retail

** at least 90,000 SF non-retail

*** at least 60,000 SF non-retail

Arcola Center and Arcola The Shops

Proposed Phasing Proffers - Revised for Planning Commission Worksession

Approved Density	Arcola Center		Arcola Shops
	Residential	Commercial	Retail
	1169 Units Approved	2,645,000 SF	750,000 SF
Phase 1	250 Units ****	Permit 150,000 SF* before 1st residential permit Commence 150,000 SF Permit 125,000 SF**	
Phase 2	200 Units	Commence 100,000 SF Permit 125,000 SF**	Permit 100,000 SF #
Phase 3	200 Units	Commence 100,000 SF Permit 100,000 SF**	Permit 150,000 SF # Commence 100,000 #
Phase 4	200 Units	Commence 100,000 SF Permit 100,000 SF**	Permit 150,000 SF # Commence 150,000 SF #
Phase 5	200 Units	Commence 100,000 SF Permit 100,000 SF***	Permit 50,000 SF # Commence 150,000 SF #
Phase 6	119		Commence 50,000 SF #
Cumulative	1169 Units	Commence 550,000 SF Permit 700,000 SF	Commence 450,000 SF #

**** at least 30% will not be fee simple TH Units

* at least 112,500 SF non-retail
** at least 90,000 SF non-retail
*** at least 60,000 SF non-retail

this requirement can be replaced, in whole or in part, with additional Arcola Center non-retail SF at a ratio of .75 SF of Arcola Center non-retail for each 1 SF of Shops Retail SF

Notes:

Requested language to include incremental permit releases with incremental commercial SF to remain.
Requested language to remove Phase 1 and Phase 2 reference to Main Street Commercial to remain.

ARCOLA CENTER, THE SHOPS

ZCPA 2009-0008

PROFFER STATEMENT

February 1, 2011

PREAMBLE

Shops at Arcola Center LLC, as the owner of property described as Loudoun County Tax Map 101, Parcel 43A, and Tax Map 101E ((1)) Parcels 5 and 6 (PIN: 163-27-3386, 162-19-6219 and 162-19-4928, respectively), together with Arcola Residential Development, LLC, as the owner of property described as Loudoun County Tax Map 101, Parcel 92 (PIN: 163-49-1534), and Evergreen Commerce Center, L.P., as the owner of property described as Loudoun County Tax Map 101, Parcel 96 (PIN: 162-38-9607) (the aforesaid properties being all portions of the referenced properties included in the Planned Development - Commercial Center, Regional Center, PD-CC-(RC) zoning district approved under rezoning application ZMAP 2005-0035, Arcola Center – The Shops, as depicted on Sheet 2 of the ZMAP 2005-0035 rezoning application plan set, and hereinafter referred to collectively as the “Property”) (all referenced owners hereinafter collectively referred to as the “Applicant”), hereby voluntarily proffer, pursuant to Section 15.2-2303, Code of Virginia (1950), as amended, and Sections 6-1200 and 6-1500, inclusive, of the Revised 1993 Zoning Ordinance of Loudoun County, Virginia (the “Zoning Ordinance”), that the development of the Property shall remain subject to the proffers, concept development plan and zoning ordinance modifications approved for ZMAP 2005-0035, Arcola Center – The Shops, except as said proffers are amended as set forth below. All proffers made herein are contingent upon the approval of ZCPA 2009-0008, Arcola Center – The Shops.

I. CONCEPT DEVELOPMENT PLAN

The Property shall be developed with PD-CC(RC) uses in substantial conformance with the approved Concept Development Plan (the “CDP”) identified as Sheets 5, 6, 7 and 8 of the ZMAP 2005-0035 Arcola Center-The Shops rezoning plan set prepared by christopher consultants, ltd., dated September 9, 2005 and revised through June 15, 2007. Minor adjustments to the locations of the proposed roads and improvements shown on the CDP shall be

permitted to address grading, drainage, environmental, cultural and natural features, development ordinance requirements, and other final engineering considerations. Special exception applications for future special exception uses may be filed by the Applicant and considered by the County without a Zoning Concept Plan Amendment application.

IV. TRANSPORTATION

A. Dulles South Parkway.

Dulles South Parkway shall be constructed as a 4-lane divided roadway section within a 120-foot wide right-of-way (expanded as necessary for turn lanes), with crossovers and an 8-foot wide pedestrian trail on the north side of the road, from Loudoun County Parkway to Hutchinson Farm Drive. Pedestrian crosswalks on Dulles South Parkway will be provided, subject to VDOT approval, at the Property's main entrance (the second entrance to the Property on Dulles South Parkway located west of Loudoun County Parkway) and at Hutchinson Farm Drive.

1. The approved Dulles Landing rezoning case (ZMAP 2004-0016) is responsible for the construction of Dulles South Parkway/Boulevard (North Collector Road) as a 4-lane divided roadway within a 120-foot wide right-of-way (expanded as necessary for turn lanes) from the northwest corner of the Dulles Landing property (opposite the Property's third access to the west of Loudoun County Parkway) to Loudoun County Parkway (Route 606) and must make a cash contribution to the County in the event this improvement is constructed by others. The Applicant has designed and obtained the necessary approvals for this improvement and has acquired and dedicated the required right-of-way. In the event Dulles Landing has not constructed this improvement, the Applicant may, at its sole discretion, construct this improvement, including an 8-foot wide pedestrian trail on the north side of the road, and request the County to reimburse the cost of construction from the Dulles Landing cash-in-lieu contribution. This improvement shall be constructed, including the construction of necessary turn lanes and traffic signals for the intersection at Loudoun County Parkway, and shall be open for traffic, but not necessarily accepted for maintenance by VDOT, prior to the issuance of the first occupancy permit for the Property and shall allow for the occupancy of up to 450,000 square feet of PD-CC(RC) uses on the Property.

2. Unless already constructed by the applicant of ZMAP 2006-0015, the Applicant shall construct Dulles South Parkway as a 4-lane divided roadway within a 120-foot wide right-of-way (expanded as necessary for turn lanes), with crossovers and an 8-foot wide pedestrian trail on the north side of the road, from Hutchinson Farm Drive to the western limit of the portion of Dulles South Parkway proffered by the approved Dulles Landing rezoning case (ZMAP 2004-0016), approximately to the Property's third access point west of Loudoun County Parkway, as shown on the CDP. The Applicant was responsible for and has completed the acquisition and dedication of right-of-way required for these improvements from the adjacent properties identified as PIN 163-29-1069 (Dulles Landing), PIN 162-17-2899 (Arcola LP), and PIN 163-36-7830 (N/F Hazout SA). These improvements shall be constructed and open for traffic prior to the issuance of the occupancy permit that represents more than 450,000 square feet of PD-CC(RC) uses on the Property and, together with the construction of the Hutchinson Farm Drive and Route 50 improvements noted below, shall allow for the occupancy of up to an additional 300,000 square feet of PD-CC(RC) uses on the Property.

B. Hutchinson Farm Drive.

Unless already constructed by the developer of ZMAP 2006-0015, the Applicant shall construct Hutchinson Farm Drive as a 4-lane undivided roadway within a 64-foot wide right-of-way (expanded as necessary for turn lanes) from Route 50 to Dulles South Parkway, as shown on the CDP, including a traffic signal and necessary turn lanes at the intersection of Route 50 and Hutchinson Farm Drive. These improvements shall be constructed and open for traffic, but not necessarily accepted for maintenance by VDOT, prior to the issuance of the occupancy permit that represents more than 450,000 square feet of PD-CC(RC) uses for the Property. The Applicant has acquired and has dedicated the right-of-way required for these improvements.

C. Route 50

The Applicant shall construct a third westbound lane on Route 50 from the western boundary of the Dulles Landing property (PIN: 163-29-1069) to the western boundary of PIN: 163-36-7830 (N/F Hazout SA), including any required turn-lanes on Route 50 for Hutchinson Farm Drive, unless already constructed by the developer of ZMAP 2006-0015. These improvements shall be constructed and open for traffic, but not necessarily accepted for

maintenance by VDOT, within six months of the completion of the Route 50 improvements proffered by Dulles Landing (ZMAP 2004-0016) or prior to the issuance of the occupancy permit that represents more than 450,000 square feet of PD-CC(RC) uses for the Property, whichever occurs first.

D. Evergreen Mills Road (Route 621)

The Applicant shall improve Evergreen Mills Road in accordance with CPAP 2007-0107, including right-turn and left turn lanes at the Property's entrance on Evergreen Mills Road, and shall dedicate any additional right-of-way needed for the construction of the turn lanes. These improvements shall be constructed in conjunction with the construction of the Property's entrance on Evergreen Mills Road and shall be open for traffic, but not necessarily accepted for maintenance by VDOT, prior to the issuance of the occupancy permit that represents more than 600,000 square feet of PD-CC(RC) uses for the Property.

F. Construction of Improvements by Others

In the event that any improvements listed in IV. A through D above are constructed by a party other than the Applicant, its successor or assignee, or the developer of ZMAP 2006-0015, or, with respect to the improvements listed in IV. A above only, the developer of ZMAP 2004-0016, the Applicant shall contribute to Loudoun County an amount equivalent to the verified actual reasonable cost of said improvements. Such contribution shall be paid to Loudoun County at the time the Applicant's obligation to construct such improvements would occur under the terms of these proffers.

G. Signalization

The Applicant shall fund the warrant analyses for traffic signals at the following intersections:

- Route 50 and Hutchinson Farm Drive. [the warrant analysis for this signal has been submitted to and approved by VDOT]
- Hutchinson Farm Drive and Dulles South Parkway.

- Dulles South Parkway and Loudoun County Parkway (Route 606). [the warrant analysis for this signal has been submitted to and approved by VDOT]
- Dulles South Parkway and the Property's main entrance. [the warrant analysis for this signal has been submitted to and approved by VDOT]

The warrant analyses for these signals shall be submitted prior to the approval of the first site plan for the Property. If the analyses indicates that a signal is warranted, the Applicant shall submit construction plans for such signal and diligently pursue the approval of the same. Upon approval of the construction plans and the commencement of development on the Property, the Applicant shall bond the signal construction with VDOT and diligently pursue the same. In the event any of the intersections listed above is signalized by a party other than the Applicant, its successor or assignee, or the developer ZMAP 2006-0015, or the developer of ZMAP 2004-0016, the Applicant shall contribute to the County or its designee an amount equal to the cost of each signal, not to exceed \$200,000 each, for the purpose of funding other transportation improvements in the general vicinity of the Property as may be determined by the County. Said contributions, if required due to the installation of the signals by others, shall be paid within 90 days of the activation of said signals.

The approved Dulles Landing rezoning case (ZMAP 2004-0016) is responsible for the analysis, design and installation of traffic signals at the intersections of (i) Dulles South Parkway and Loudoun County Parkway (Route 606) and (ii) Dulles South Parkway and Dulles Landing Drive (the Property's main entrance), and must make a cash contribution to the County in the event these signals are constructed by others. In the event Dulles Landing has not installed these traffic signals, the Applicant may, at its sole discretion, construct these signals and request the County to reimburse the cost of construction from the Dulles Landing cash-in-lieu contribution.

J. Regional Road Contribution

The Applicant shall contribute \$2,700,000 to the County for regional road improvements that will benefit the Property, including the design and construction of a grade-separated interchange at Route 50 and Loudoun County Parkway (Route 606). Said contribution shall be paid to the County in two parts: \$1,300,000 shall be paid with the issuance of the zoning permit

for the Property that represents a cumulative floor area in excess of 350,000 square feet, and \$1,400,000 shall be paid with the issuance of the zoning permit for the Property that represents a cumulative floor area in excess of 650,000 square feet. Notwithstanding the above, the unpaid balance of the \$2,700,000 contribution shall be paid in full to the County within three months of receipt of written notice from the County confirming that a grade-separated interchange at Route 50 and Loudoun County Parkway (Route 606) either has (i) approved final design plans and 75% of the funding necessary to schedule the start of construction of the interchange or (ii) approved 30% design plans and 75% of the funding necessary to award a design/build contract for the interchange.

ARCOLA CENTER
ZCPA 2009-0009
PROFFER STATEMENT

February 1, 2011

PREAMBLE

Arcola Limited Partnership, as the owner of property described as Loudoun County Tax Map 101, Parcels 42 and 97 (PIN: 162-17-2899 and 163-36-7830, respectively), and Tax Map 101C ((2)), Parcels 4 and 5 (PIN: 163-26-7931 and 163-26-9824), together with Arcola Residential Development, LLC, as the owner of property described as Loudoun County Tax Map 101C ((2)), Parcels 1 through 3 (PIN: 163-26-4764, 163-26-3341, and 163-26-5032, respectively) (all aforesaid properties being all portions of the referenced properties identified on the Rezoning Plat approved under rezoning application ZMAP 2006-0015, Arcola Center, and hereinafter referred to collectively as the "Property") (all owners hereinafter collectively referred to as the "Applicant"), hereby voluntarily proffers, pursuant to Section 15.2-2303, Code of Virginia (1950), as amended, and Sections 6-1200 and 6-1500, inclusive, of the Revised 1993 Zoning Ordinance of Loudoun County, Virginia (the "Zoning Ordinance"), that the development of the Property shall remain subject to the proffers, concept development plan, and the Zoning Ordinance, Land Subdivision and Development Ordinance and Facilities Standards Manual modifications approved for ZMAP 2006-0015, Arcola Center, except as said proffers are amended as set forth below. All proffers made herein are contingent upon the approval of ZCPA 2009-0009, Arcola Center.

I. CONCEPT DEVELOPMENT PLAN

The Property shall be developed in substantial conformance with the approved Concept Development Plan (the "CDP"), identified as Sheets 4, 6, and 8 of the ZMAP 2006-0015, Arcola Center rezoning plan set prepared by Bowman Consulting Group, Ltd., dated May 10, 2006 and revised through November 28, 2007, and Sheet 11 of 18 entitled "Typical Sections, Details & Modifications" prepared by Bowman Consulting Group, Ltd., dated July 16, 2009. Minor adjustments to the locations of the proposed roads and improvements shown on the CDP shall be

permitted to address grading, drainage, environmental, cultural and natural features, development ordinance requirements, and other final engineering considerations. Special exception applications for future special exception uses may be filed by the Applicant and considered by the County without a Zoning Concept Plan Amendment application. Water and sanitary sewer service will be provided to the Property at no cost to the County or to the Loudoun County Sanitation Authority.

II. PROPOSED LAND USES

The Property is described throughout the Application documents both in terms of the applicable zoning district classifications depicted on the CDP and in terms of the general development areas identified both in the design guidelines dated November 28, 2007, as revised through November 11, 2010, entitled "Design Guidelines for ZMAP 2006-0015, Arcola Center" prepared by Buchanan Partners ("Design Guidelines") included herein as Exhibit C, and in the Property's "Key Map" included herein as Exhibit D. The Property will be developed in general conformance with the Design Guidelines. References in the proffers to the various general development areas shall be as shown in Exhibit D.

D. R-8 Zoning District

1. Residential development in the R-8 District shall be limited to a maximum of 172 attached dwelling units, including required ADUs. All residential buildings will be limited to three stories in height. This district will also include at least one tot lot with age appropriate equipment. At least one tot lot will be open for use prior to the issuance of the 100th residential zoning permit within the R-8 and R-16 zoning districts, either singularly or in combination. A 10-foot wide pedestrian trail will be provided along the south side of Dulles South Parkway at the time of development of the R-8 district. If not located within the public right-of-way, the trail will be located within a 12-foot wide (south side) public access easement and will be maintained by an Owners Association.

E. R-16 Zoning District

1. Residential development in the R-16 District shall be limited to a maximum of 426 multi-family and single-family attached dwelling units, including required ADUs. The mix of dwelling units may include up to 178 attached units. Residential buildings

that include only parking areas and/or other non-occupied space on the ground floor may include up to three stories of occupied residential space above the ground floor. For four-story multi-family buildings with the first floor devoted to parking, the entrances to such parking shall be designed so as not to detract from the pedestrian oriented character of the abutting streetscape. All other residential buildings will be limited to three stories in height. This district will also include at least one tot lot with age appropriate equipment. At least one tot lot will be open for use prior to the issuance of the 100th residential zoning permit within the R-8 and R-16 zoning districts, either singularly or in combination.

F. R-24 Zoning District

1. Residential development in the R-24 District shall be limited to a maximum of 272 multi-family dwelling units, including required ADUs. Residential buildings that include only parking areas and/or other non-occupied space on the ground floor may include up to three stories of occupied residential space above the ground floor. For four-story multi-family buildings with the first floor devoted to parking, the entrances to such parking shall be designed so as not to detract from the pedestrian oriented character of the abutting streetscape. All other residential buildings will be limited to three stories in height. This district will also include at least one tot lot with age appropriate equipment. At least one tot lot will be open for use prior to the issuance of the 100th residential zoning permit in the R-24 district.

G. R-Districts Community Clubhouse

The Applicant will construct one or two community clubhouses within one or more of the R-8, R-16 and R-24 districts. If only one community clubhouse is constructed it will be located either at one of the community center locations identified on Sheet 6 of the CDP or in between said locations. The community clubhouse(s) will have a cumulative minimum floor area of 4,000 square feet and a cumulative minimum swimming pool area of 4,000 square feet. At least one community clubhouse (minimum 2,000 square feet) and pool (minimum 2,000 square feet) will be open for use prior to the issuance of the residential occupancy permit that represents a cumulative total of 400 residential permits in the R-8, R-16 and R-24 zoning districts, either singularly or in combination. The cumulative minimum clubhouse floor area of 4,000 square feet and cumulative minimum swimming pool area of 4,000 square feet shall be open for use

prior to the issuance of the residential occupancy permit that represents a cumulative total of 600 residential permits in the R-8, R-16 and R-24 zoning districts, either singularly or in combination.

III. RESIDENTIAL/COMMERCIAL DEVELOPMENT PHASING

In order to ensure that the development of residential uses on the Property is coordinated with the development of commercial (i.e., office, light industrial, retail, etc.) uses on the Property, the Applicant commits to the following development phasing:

A. Phase 1. The Applicant shall secure zoning permits within the Property that represent a cumulative total of 150,000 square feet of commercial uses, of which at least 112,500 square feet must be non-retail uses, prior to the issuance of the first residential zoning permit on the Property. Subsequently, zoning permits may be issued for no more than 250 dwelling units, of which at least 75 zoning permits shall be for multi-family units, within The Residences at Main Street area of the Property. The Applicant may elect to secure zoning permits for the Phase 1 commercial uses in increments of 50,000 square feet, in which case each subsequent related allotment of residential zoning permits may not exceed 85 dwelling units, so as not to exceed a total of 250 dwelling units for Phase 1. Non-retail uses shall comprise at least 75% of the cumulative totals of such commercial use increments.

B. Phase 2. The Applicant shall secure zoning permits within the Property that represent an additional 125,000 square feet of commercial uses (cumulative total of 275,000 square feet), of which at least 90,000 square feet must be non-retail uses, prior to the issuance of the 251st residential zoning permit on the Property. Subsequently, and also provided that construction has commenced (meaning that the County has issued Phase II grading permits) on a total of 150,000 square feet of commercial uses within the Property and that zoning permits have been issued for a total 100,000 square feet of commercial uses in Arcola Center-The Shops (ZMAP 2005-0035) ("The Shops"), zoning permits may be issued for an additional 200 dwelling units (cumulative total of 450 dwelling units) within the Property. The zoning permit requirement for The Shops may be replaced, in whole or in part at the Applicant's sole discretion, by zoning permits for additional non-retail floor area in the Property at a ratio of .75 square feet of non-retail floor area in the Property for each 1 square foot of commercial floor

area in The Shops. The Applicant may elect to secure zoning permits for the Phase 2 commercial uses for the Property in increments of 25,000 square feet, in which case each subsequent related allotment of residential zoning permits may not exceed 40 dwelling units, so as not to exceed a total of 200 additional dwelling units for Phase 2. Non-retail uses shall comprise at least 72% of the cumulative totals of such commercial use increments for the Property.

C. Phase 3. The Applicant shall secure zoning permits within the Property that represent an additional 125,000 square feet of commercial uses (cumulative total of 400,000 square feet), of which at least 90,000 square feet must be non-retail uses, prior to the issuance of the 451st residential zoning permit. Subsequently, and also provided that (i) construction has commenced (meaning that the County has issued Phase II grading permits) on a cumulative total of 250,000 square feet of commercial uses within the Property, (ii) zoning permits have been issued for an additional 150,000 square feet of commercial uses (cumulative total of 250,000 square feet) in The Shops, and (iii) construction has commenced on at least 100,000 square feet of commercial uses in the Shops, zoning permits may be issued for an additional 200 dwelling units (cumulative total of 650 dwelling units) within the Property. The zoning permit requirement for The Shops may be replaced, in whole or in part at the Applicant's sole discretion, by zoning permits for additional non-retail floor area in the Property at a ratio of .75 square feet of non-retail floor area in the Property for each 1 square foot of commercial floor area in The Shops. The Applicant may elect to secure zoning permits for the Phase 3 commercial uses for the Property in increments of 25,000 square feet, in which case each subsequent related allotment of residential zoning permits may not exceed 40 dwelling units, so as not to exceed a total of 200 additional dwelling units for Phase 3. Non-retail uses shall comprise at least 72% of the cumulative totals of such commercial use increments for the Property.

D. Phase 4. The Applicant shall secure zoning permits within the Property that represent an additional 100,000 square feet of commercial uses (cumulative total of 500,000 square feet), of which at least 90,000 square feet must be non-retail uses, prior to the issuance of the 651st residential zoning permit. Subsequently, and also provided that (i) construction has commenced (meaning that the County has issued Phase II grading permits) on a cumulative total

of 350,000 square feet of commercial uses within the Property, (ii) zoning permits have been issued for an additional 150,000 square feet of commercial uses (cumulative total of 400,000 square feet) in The Shops, and (iii) construction has commenced on a cumulative total of 250,000 square feet of commercial uses in the Shops, zoning permits may be issued for an additional 200 dwelling units (cumulative total of 850 dwelling units) within the Property. The zoning permit and commencement of construction requirements for The Shops may be replaced, in whole or in part at the Applicant's sole discretion, by additional non-retail floor area in the Property at a ratio of .75 square feet of non-retail floor area in the Property for each 1 square foot of commercial floor area in The Shops. The Applicant may elect to secure zoning permits for the Phase 4 commercial uses for the Property in increments of 25,000 square feet, in which case each subsequent related allotment of residential zoning permits may not exceed 50 dwelling units, so as not to exceed a total of 200 additional dwelling units for Phase 4. Non-retail uses shall comprise at least 90% of the cumulative totals of such commercial use increments for the Property.

E. Phase 5. The Applicant shall secure zoning permits within the Property that represent an additional 100,000 square feet of commercial uses (cumulative total of 600,000 square feet), of which at least 90,000 square feet must be non-retail uses, prior to the issuance of the 851st residential zoning permit. Subsequently, and also provided that (i) construction has commenced (meaning that the County has issued Phase II grading permits) on a cumulative total of 450,000 square feet of commercial uses within the Property, (ii) zoning permits have been issued for an additional 50,000 square feet of commercial uses (cumulative total of 450,000 square feet) in The Shops, and (iii) construction has commenced on a cumulative total of 400,000 square feet of commercial uses in The Shops, zoning permits may be issued for an additional 200 dwelling units (cumulative total of 1,050 dwelling units) within the Property. The zoning permit and the commencement of construction requirements for The Shops may be replaced, in whole or in part, at the Applicant's discretion by additional non-retail floor area in the Property at a ratio of .75 square feet of non-retail floor area in the Property for each 1 square foot of commercial floor area in The Shops. The Applicant may elect to secure zoning permits for the Phase 5 commercial uses for the Property in increments of 25,000 square feet, in which case each subsequent related allotment of residential zoning permits may not exceed 50 dwelling units, so as not to exceed a total of 200 additional dwelling units for Phase 5. Non-retail uses

shall comprise at least 90% of the cumulative totals of such commercial use increments for the Property.

F. Phase 6. The Applicant shall secure zoning permits within the Property that represent an additional 100,000 square feet of commercial uses (cumulative total of 700,000 square feet), of which at least 60,000 square feet must be non-retail uses, prior to the issuance of the 1,051st residential zoning permit. Subsequently, and also provided that construction has commenced (meaning that the County has issued Phase II grading permits) on a cumulative total of 550,000 square feet of commercial uses within the Property and that construction has commenced on a cumulative total of 450,000 square feet of commercial uses in The Shops, zoning permits may be issued for an additional 119 dwelling units (cumulative total of 1,169 dwelling units) within the Property. The commencement of construction requirement for The Shops may be replaced, in whole or in part, at the Applicant's discretion by additional non-retail floor area in the Property at a ratio of .75 square feet of non-retail floor area in the Property for each 1 square foot of commercial floor area in The Shops. The Applicant may elect to secure zoning permits for the Phase 6 commercial uses for the Property in increments of 25,000 square feet, in which case each subsequent related allotment of residential zoning permits may not exceed 30 dwelling units, so as not to exceed a total of 119 additional dwelling units for Phase 6. Non-retail uses shall comprise at least 60% of the cumulative totals of such commercial use increments for the Property.

V. TRANSPORTATION

The road improvements identified below in Proffers V.A., V.B., V.C. and V.D. will be constructed in conjunction with the development of the Property, at the times specified below. In addition to these road improvements, the full development of the Property is dependent on the construction of Hutchinson Farm Drive, as proffered with ZMAP 2005-0035, Arcola Center-the Shops, and Dulles South Parkway between Hutchinson Farm Drive and Loudoun County Parkway/Route 606, as proffered with ZMAP 2005-0035, Arcola Center-The Shops, and a portion of which is proffered with ZMAP 2004-0016, Dulles Landing. Unless already constructed by the developer of ZMAP 2005-0035, the Applicant shall construct Hutchinson Farm Drive as a 4-lane undivided roadway within a 64-foot wide right-of-way (expanded as

necessary for turn lanes) from Route 50 to Dulles South Parkway, including traffic signals, when warranted, at Route 50 and at Dulles South Parkway. Hutchinson Farm Drive will be constructed in phases to support the phased development of the adjacent residential zoning districts in the Residences at Main Street. Route 50 will be improved with turn lanes and a traffic signal at its intersection with Hutchinson Farm Drive prior to Hutchinson Farm Drive being opened for traffic.

In addition, unless already constructed by the developer of ZMAP 2005-0035, the Applicant shall construct a third westbound lane on Route 50 from the western boundary of the Dulles Landing property (ZMAP 2004-0016 and PIN 163-29-1069) to the western boundary of PIN: 163-36-7830 (N/F Hazout SA). This improvement shall be constructed and shall be open for traffic, but not necessarily accepted for maintenance by VDOT, prior to the issuance of the 451st residential zoning permit for the Residences at Main Street portion of the Property or within 6 months of the completion of construction by others of the third westbound lane of Route 50 proffered by ZMAP 2004-0016, Dulles Landing, whichever occurs first.

B. Dulles South Parkway (Rt. 50 North Collector Road).

The Applicant shall construct Dulles South Parkway as a 4-lane divided roadway from Hutchinson Farm Drive to Arcola Boulevard, including an 8-foot wide pedestrian trail on the north side of the road and a 10-foot wide pedestrian trail on the south side of the road. If not located within the right-of-way, the trails will be located in 10-foot wide (north side) and 12-foot wide (south side) public access easements and will be maintained by an Owners Association. The Applicant has submitted construction plans for this road section and the construction plans shall be approved prior to the issuance of the first non-residential and residential zoning permits allowed under Phase 2 of the residential/commercial development phasing commitment (Proffer III.B.). Subsequent to the approval of the construction plans, the Applicant will commence construction (meaning that the County has issued Phase II grading permits) of these improvements within 90 days of the commencement of construction by others for a 4-lane divided segment of Dulles South Parkway located to the west of Arcola Boulevard and will diligently pursue completion of such improvement.

Unless already constructed by the developer of ZMAP 2005-0035, the Applicant shall construct Dulles South Parkway as a 4-lane divided road section within a 120-foot wide right-of-way (expanded as necessary for turn lanes) with crossovers, and an 8-foot wide pedestrian trail on the north side of the road, from Hutchinson Farm Drive to The Shops' (ZMAP 2005-0035) third entrance located west of Loudoun County Parkway. This improvement shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, within 6 months of the issuance of occupancy permits in both The Residences at Main Street and The Shops.

C. Evergreen Mills Road (Route 621)

The Applicant shall construct 2 lanes of a 4-lane undivided roadway on Evergreen Mills along the Property's frontage. The Applicant shall also construct an 8-foot wide pedestrian trail on the south side of Evergreen Mills Road between the Property's western property line and Arcola Boulevard. If not located within the public right-of-way, the trail will be located in a 10-foot wide public access easement and will be maintained by an Owners Association. The trail and the 2-lane segment located to the west of Arcola Boulevard shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the issuance of the first occupancy permit in the Village area of the Property or, in the event the County accepts Public Use Site 2 for a public use, in accordance with the timing provisions of Proffer VI.C.2., whichever is earlier in time. The 2-lane segment located to the east of Arcola Boulevard shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the issuance of the first occupancy permit in the Offices area of the Property.

D. Regional Road Commitment and Capital Facilities Credits

The Applicant commits to the construction of the below referenced off-site regional road improvements:

1. Route 50. The Applicant shall construct a third westbound lane on Route 50 between the Property's western boundary line and existing Gum Spring Road. This improvement will be open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the issuance of the 451st residential zoning permit for the Residences at Main Street portion of the Property or within 6 months of the completion of construction by others of the third westbound lane of Route 50 proffered by ZMAP 2006-0007, Glascock Field at Stone

Ridge, whichever comes first. The estimated \$1,100,000 cost of this improvement shall be credited towards the Applicant's capital facilities contribution, as provided in Proffer VI.A.

J. Regional Transportation/Transit Contributions

In addition to the regional road and public transit improvements noted above, the Applicant shall make the following contributions to the County that have a total value of \$6,000,000:

1. Route 50/Loudoun County Parkway Interchange. The Applicant shall contribute \$5,233,500 to the County prior to the issuance of either the 1,100th residential zoning permit or the zoning permit that represents a cumulative total of more than 2,000,000 square feet of non-residential floor area for the Property, whichever occurs first. Notwithstanding the above, in the event the County and VDOT either have (i) approved final design plans and 75% of the funding necessary to schedule the start of construction of a grade-separated interchange at Route 50 and Loudoun County Parkway (Route 606) or (ii) approved 30% design plans and 75% of the funding necessary to award a design/build contract for said interchange prior to the attainment of any of the aforementioned development levels, the Applicant shall, within 3 months of the written request of the County, pay to the County the \$5,233,500 contribution.

**FINDINGS FOR APPROVAL
ARCOLA CENTER – THE SHOPS (ZCPA 2009-0008)
ARCOLA CENTER (ZCPA 2009-0009)**

1. The applications propose amendments to land use phasing, the timing of transportation improvements / contributions, townhouse lot details, and other minor changes to the approved Arcola Center development.
2. The applications do not propose any changes to the location, amount, or density of the approved uses, the land use mix, the alignment or extent of previously approved transportation commitments, or the level of any proffered commitments.
3. The proposed changes to the phasing plan (comprised of residential and non-residential uses) are consistent with the original phasing plan approved in the rezoning applications.
4. The applications are in conformance with the Revised 1993 Zoning Ordinance.